

# Healthy corporation checklist

## About the checklist

The healthy corporation checklist allows you to check your corporation's compliance with your rule book and the law.

The checklist contains a list of questions to ask about your corporation. Each question has a tick box to record your corporation's compliance, helping you to identify the areas that need attention.

## About the resources

The checklist has a range of **template documents** attached. You can download the files from **oric.gov.au**.

There are references to **ORIC forms** which your corporation can lodge at **online.oric.gov.au**.

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# Compliance with legislation and the corporation's rule book

## Membership matters

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### Membership records

1. Do you have a register of members?

Note: You can keep a separate 'register of members' and 'register of former members', or keep them together as a 'register of members and former members'.

RESOURCE:  
Register of members and former members  
[page 25]

2. Does your register of members record the:

- name and address of each member?
- date that each member was entered?

Does your register of members record if members are not Aboriginal or Torres Strait Islander?

Note: check your rule book—only some corporations allow members who are not Aboriginal or Torres Strait Islander people.

3. Do you keep a register of former members?

Does this register go back seven years?

Does this register include:

- names?
- addresses?
- dates of exit (that is, the date members left the corporation)?

Note: You can keep a separate 'register of members' and 'register of former members', or keep them together as a 'register of members and former members'.

RESOURCE:  
Register of members and former members  
[page 25]

### New members

4. Do you keep applications from new members for your records?

When accepting an application for membership do you check that eligibility requirements have been met?

Do you make sure that the directors approve new members at directors' meetings and this is recorded in the minutes?

RESOURCE:  
Application for membership  
[page 24]

5.	Have you notified both successful and non-successful applicants of the outcomes of their membership applications?	<input type="checkbox"/>
6.	Remember you must not admit any new members in the period between a notice of a general meeting going out and the meeting being held. This is a statutory requirement under the <i>Corporations (Aboriginal and Torres Strait Islander) Act 2006</i> (CATSI Act).  Have you complied with this?	<input type="checkbox"/>

**Fees**

7.	If you have charged a membership fee, are you allowed to do this under your rule book?	<input type="checkbox"/>
8.	If you have charged a membership fee, was the amount decided at a general meeting or in your rule book?	<input type="checkbox"/>

**Cancellation of membership**

9.	If you have not been able to contact a person for at least two years you can cancel that person’s membership by passing a special resolution at a general meeting. Have you done this?	<input type="checkbox"/>
10.	If a person is not of Aboriginal or Torres Strait Islander descent, you can cancel that person’s membership by passing a special resolution at a general meeting. Have you done this?  <small>Note: check your rule book—this applies to corporations that only allow members who are Aboriginal and Torres Strait Islander</small>	<input type="checkbox"/>
11.	If members misbehave, interfere with the day-to-day operations of the corporation or at meetings, you can cancel their membership by passing a special resolution at a general meeting. Have you done this?	<input type="checkbox"/>
12.	Have people who have had their memberships cancelled been provided with a copy of the general meeting resolution?	<input type="checkbox"/>
13.	In cases of ineligibility for membership, or failure to pay membership fees, check your rule book for the procedure that applies to your corporation. Have you followed the correct procedure?	<input type="checkbox"/>

## Matters relating to meetings

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### Annual general meetings (AGMs)

#### Calling the AGM

<p>14. Your AGM should be held within five months of the end of your corporation's financial year. Have you fulfilled this requirement?</p> <p>In exceptional circumstances, the Registrar can give special permission to extend this period by granting an exemption. Have you applied to the Registrar for one of these?</p>	<input type="checkbox"/>
<p>15. Did you, and the other directors, in accordance with your rule book, call an AGM and decide on the time, date and place of the meeting?</p>	<input type="checkbox"/>
<p>16. Did members receive a notice of the AGM at least 21 days before it was held?</p> <p>Note: check your rule book—some corporations may set a longer time period for giving notice of general meetings</p> <p>Alternatively, was the AGM held at shorter notice because at least 95 per cent of the members agreed to this?</p>	<input type="checkbox"/>
<p>17. Did the AGM notice clearly state the time, date and place of the meeting?</p> <p>Did the AGM notice also declare the nature of the meeting's business?</p>	<input type="checkbox"/> RESOURCE: Notice of annual general meeting [page 32]
<p>18. Was a special resolution proposed at the AGM?</p> <p>If so, did the AGM notice state an intention to propose a special resolution?</p> <p>Did the AGM notice also state the proposed special resolution?</p>	<input type="checkbox"/> RESOURCE: Notice of annual general meeting [page 32]
<p>19. Sometimes corporation rule books allow members to appoint proxies. Were details about appointing proxies included in the AGM notice?</p>	<input type="checkbox"/> RESOURCE: Notice of annual general meeting [page 32]

<p>20. Because of the flexibility offered by technology, an AGM can be held in two or more places at the same time. If this occurred at your AGM, did the AGM notice specify the type of technology that would be used?</p>	<p><input type="checkbox"/> RESOURCE: Notice of annual general meeting [page 32]</p>
<p>21. Was an AGM notice given to everyone entitled to receive one?</p> <p>Note: these include directors, members, secretary or contact person, observers (if any), and the corporation's auditor</p>	<p><input type="checkbox"/></p>

**Holding the annual general meeting (AGM)**

<p>22. Did you have a quorum at the AGM at all times?</p>	<p><input type="checkbox"/></p>
<p>23. Did you keep proper minutes of the AGM? Were the minutes signed within a reasonable time after the meeting by the chair of the meeting? Were the minutes added to the minute books within one month of the meeting?</p>	<p><input type="checkbox"/> RESOURCE: Minutes of annual general meeting [page 37]</p>
<p>24. Did you make an attendance list at the AGM?</p>	<p><input type="checkbox"/></p>
<p>25. Were the people who attended the AGM listed as members before you gave out the notice of the AGM?</p>	<p><input type="checkbox"/></p>
<p>26. A number of documents should be tabled at an AGM. At your last AGM did you table a:</p> <ul style="list-style-type: none"> <li>• general report?</li> <li>• financial report (if required)?</li> <li>• directors' report (if required)?</li> <li>• auditors' report (if required)?</li> </ul>	<p><input type="checkbox"/></p>
<p>27. Did you elect directors at the AGM?</p>	<p><input type="checkbox"/></p>
<p>28. Did you decide to appoint an auditor (if any) at the AGM? Did you decide on a fee for the auditor (if any) at the AGM?</p>	<p><input type="checkbox"/></p>
<p>29. Was voting at the AGM done in accordance with your corporation's rule book?</p>	<p><input type="checkbox"/></p>
<p>30. If proxies were received for the AGM, was the process of voting by proxy in accordance with your rule book?</p>	<p><input type="checkbox"/></p>

## General meetings

### Calling general meetings

<p>31. Have there been times when members have requested a general meeting?</p> <p>If so, did you call the meeting within 21 days?</p>	<input type="checkbox"/>
<p>32. Did you make sure members received notice about general meetings at least 21 days before they were held?</p>	<input type="checkbox"/> RESOURCE: Notice of general meeting [page 34]
<p>33. Did each meeting notice clearly state the time, date and place for the general meeting?</p> <p>Did each meeting notice describe the purpose of the general meeting?</p>	<input type="checkbox"/> RESOURCE: Notice of general meeting [page 34]
<p>34. Was a special resolution proposed at a general meeting?</p> <p>If so, was the intention to propose a special resolution mentioned in the meeting notice?</p> <p>Did the meeting notice state the proposed special resolution?</p>	<input type="checkbox"/> RESOURCE: Notice of general meeting [page 34]
<p>35. Have you received a notice of a member's resolution?</p> <p>Note: check your rule book that the required number of members requested the resolution</p> <p>Did you give a notice of the proposed resolutions to all members of the corporation in the same way as you give a notice of a general meeting?</p>	<input type="checkbox"/>
<p>36. Are members entitled to appoint proxies under the terms of your rule book?</p> <p>Were details about appointing proxies given in the meeting notice?</p>	<input type="checkbox"/> RESOURCE: Appointment of proxy [page 36]
<p>37. Because of the flexibility offered by technology, general meetings can be held in two or more places at the same time. If your general meetings are held in more than one place, did your meeting notices specify the type of technology that would be used?</p>	<input type="checkbox"/>
<p>38. Were general meeting notices given to everyone entitled to receive them?</p> <p>Note: the list includes members, directors, secretary or contact officer, and observers (if any)</p>	<input type="checkbox"/>

**Holding general meetings**

39. Did you make attendance lists at general meetings?	<input type="checkbox"/>
40. Were all the people who attended the general meetings listed as members before the meeting notices were sent out?	<input type="checkbox"/>
41. Did you always have a quorum for the duration of a general meeting?	<input type="checkbox"/>
42. Did you conduct relevant business at each general meeting?	<input type="checkbox"/>
43. Did you conduct any business required by your corporation's rule book?	<input type="checkbox"/>
44. Was voting at the general meetings carried out in accordance with your rule book?	<input type="checkbox"/>
45. Were there proxies for the general meetings? If so, was the process of voting by proxy carried out in accordance with your corporation's rule book?	<input type="checkbox"/>
46. Did you comply with requests made by members for general meetings?	<input type="checkbox"/>
47. Members have a right to request a statement about a proposed resolution, if enough members agree. Did your corporation supply a statement to members?  Note: check your rule book—the number of members that must agree varies according to the number of members in your corporation	<input type="checkbox"/>
48. Did you keep proper minutes of the general meetings? Were the minutes signed within a reasonable time after the meeting by the chair of the meeting?  Were the minutes added to the minute books within one month of the meeting?	<input type="checkbox"/> RESOURCE: Minutes of general meeting [page 42]
49. If you received a notice of a member's resolution, was the resolution considered at the next general meeting?  Note: the resolution must be considered at a general meeting if the general meeting is held more than 28 days after the notice was given	<input type="checkbox"/>



## Directors' meetings

### Calling directors' meetings

50. Has your corporation held directors' meetings as often as required under your rule book?

51. Did you give notice of directors' meetings to each director in accordance with your rule book?  RESOURCE: Notice of directors' meeting [page 45]

### Holding directors' meetings

52. Did you have a quorum for the duration of all your directors' meetings?

53. Did you keep proper minutes of directors' meetings?  
Were the minutes signed within a reasonable time after the meeting by the chair of the meeting?  
Alternatively, were the minutes signed by the chair of the next meeting?  
Were the minutes added to the minute books within one month of the meeting?  RESOURCE: Minutes of directors' meeting [page 47]

54. Were the people who attended the directors' meeting all current directors?

55. At each directors' meeting did each director receive a:  
• current periodic financial report (if any)?  
• CEO report (if any)?  
• program report (if any)?  
• report on the business plan (if any)?

56. Did you decide who would be chair at the directors' meeting in accordance with your rule book?

57. Did voting take place at the directors' meetings in accordance with your rule book?

58. Were resolutions moved and carried or passed in accordance with your rule book?

59. Sometimes resolutions can be made by directors without holding a meeting. If this happened, did all the directors entitled to vote give approval—in other words, were in favour of the resolution?

Note: check your rule book because procedures may vary

## Matters relating to directors, alternate directors and officers

### Appointment of directors

60.	Did you consent in writing to becoming a director before you were appointed?  Did the other directors in your corporation consent in writing to becoming directors before they were appointed?	<input type="checkbox"/>	RESOURCE: Consent to become a director [page 31]
61.	Were current directors appointed according to your corporation's rule book, that is: <ul style="list-style-type: none"><li>• by a resolution passed at a general meeting? or</li><li>• by the other directors and subsequently confirmed at the next AGM?</li></ul>	<input type="checkbox"/>	
62.	Have directors been appointed for a term of more than two years?  <small>Note: this is not allowed under the CATSI Act, unless the Registrar has granted an exemption</small>	<input type="checkbox"/>	
63.	Do you have the correct number of directors for your corporation according to your rule book?	<input type="checkbox"/>	
64.	If the directors and/or their details have changed, have you notified the Registrar?	<input type="checkbox"/>	ORIC FORM: Change officers' details form [lodge at <a href="http://online.oric.gov.au">online.oric.gov.au</a> ]

### Appointment of alternate directors if applicable

65.	Did you appoint your alternate director in writing?  Did you provide a copy of the appointment to your corporation?  <small>Note: not all corporations are allowed to appoint alternate directors under their rule book</small>	<input type="checkbox"/>	
66.	When you appointed alternate directors did you comply with your corporation's rule book?	<input type="checkbox"/>	
67.	Did you notify the Registrar of the appointment of alternate directors?	<input type="checkbox"/>	ORIC FORM: Change officers' details form [lodge at <a href="http://online.oric.gov.au">online.oric.gov.au</a> ]

## Eligibility requirements for the appointment of directors

68. Under your corporation's rule book do all directors have to be:

- at least 18 years of age?
- a member of your corporation?
- an Aboriginal or Torres Strait Islander person?

If so, do all your corporation's directors meet these eligibility requirements?

69. Under your corporation's rule book a majority of directors must be:

- Aboriginal or Torres Strait Islander
- members of your corporation
- not employees of your corporation.

Did the appointment of directors meet these requirements?

70. Are all the directors eligible to manage a corporation?

RESOURCE:  
Consent to become a  
director  
[page 31]

71. Does your corporation's rule book impose other obligations concerning the eligibility and appointment of directors? (For example, a maximum of two people from a particular family)

If so, were these obligations met?

## Roles and responsibilities of directors and officers of the corporation

72. Do you and the other directors fully understand your role and responsibilities?

73. Does your corporation help to prepare new directors by providing, for example, training around roles and responsibilities or a reference manual?

<p>74. Do directors and officers of your corporation:</p> <ul style="list-style-type: none"><li>• act with care and diligence?</li><li>• act in good faith in the best interests of the corporation?</li><li>• act for a proper purpose?</li><li>• make sure they don't use their position for their own advantage or to the detriment of the corporation?</li><li>• make sure they don't improperly use information they obtain as officers for their own advantage or to the detriment of the corporation?</li></ul>	<input type="checkbox"/>
<p>75. Do directors regularly monitor their own performance and that of each other?</p>	<input type="checkbox"/>
<p>76. If your rule book allows payments to be made to directors, were these payments made in accordance with your rule book?</p>	<input type="checkbox"/>
<p>77. If you have been involved in a material personal interest (in other words, a conflict of interest), have you properly notified other directors?</p> <p>Furthermore, has this material personal interest been recorded in the minutes of the relevant directors' meeting?</p>	<input type="checkbox"/>
<p>78. Have new directors been given a standing notice about any material personal interest to do with your corporation?</p>	<input type="checkbox"/>
<p>79. Did every director with a material personal interest properly handle the matter—that is, did the director declare the material personal interest, was not present at the relevant directors' meeting and did not vote on the matter?</p> <p>Note: directors with a material personal interest may only attend a meeting and/or vote if approved either by the Registrar or a directors' resolution</p>	<input type="checkbox"/>
<p>80. Does your corporation's rule book impose obligations on:</p> <ul style="list-style-type: none"><li>• disclosure and handling of material personal interests?</li><li>• financial interests?</li></ul> <p>Were these obligations met?</p>	<input type="checkbox"/>

## Handling of related party benefits

81. Have any financial benefits been provided to related parties of the corporation during the past financial year?

If so:

- was the procedure for obtaining members' approval followed?
- did the explanatory statement to members contain the required information?

Note: the explanatory statement should set out:

- names of related parties who would financially benefit
- nature of the financial benefits
- directors' recommendations on the proposed resolution and their reasons for it
- whether any directors have an interest in the resolution and what their interest is
- other information that is reasonably required by members to make a decision, and information that is known to the corporation and directors.

- did the notice of meeting contain the required information and attachments?

Remember that:

- the notice of meeting and accompanying explanatory statement and document(s) must be the same, in all material respects, as the proposed notice of meeting and explanatory statement and document(s) lodged with the Registrar
- the notice must be accompanied by the Registrar's comments (if any)
- the notice must not be accompanied by any other document.

- was other material put to members at or before the meeting the same as the material lodged with the Registrar?
- was the resolution passed by members the same as the proposed resolution?
- did the related party of the corporation to whom the resolution would permit a financial benefit not vote?  
Was the notice of resolution lodged with the Registrar?

## Resignation and removal of directors and alternate directors

82. Has a director or alternate director resigned?

If so, did he or she resign by giving notice in writing to the corporation?

Have you lodged with the Registrar information about changes to directors?

ORIC FORM:  
Change officers' details form  
[lodge at [online.oric.gov.au](http://online.oric.gov.au)]

83. Removing a director

If a corporation wishes to remove a director, different sections of the CATSI Act apply depending on the circumstances—for example:

- if a director was removed by members in a general meeting, was the director properly removed (see CATSI Act, section 249-10)?
- if a director was removed by the other directors, was the director properly removed (see CATSI Act, section 249-15)?
- if a director was removed, did the corporation lodge notice of the fact with the Registrar within 28 days?

ORIC FORM:  
Change officers' details form  
[lodge at [online.oric.gov.au](http://online.oric.gov.au)]

### List of current, former and alternate directors

84. Does your corporation keep a list of current directors?

If so, this list should contain particular information.

Does your list include:

- directors' names?
- addresses?
- dates of birth?
- dates when each person became a director?
- whether persons are, or were, at relevant times, members of your corporation?
- whether persons hold an office bearer position (such as, chair or treasurer)?
- whether persons are Aboriginal or Torres Strait Islander?

85. Does your corporation keep a list of people who have ceased to be directors?

If so, does this list of ceased directors include:

- names?
- addresses?
- dates of birth?
- termination dates?

86. Does your corporation keep a record of alternate directors (if any)?

If so, does this record include:

- names?
- addresses?
- dates of birth?
- the date that each person became an alternate director?
- the date, if applicable, that each person ceased to be an alternate director?
- the appointment and termination document?

### Matters relating to contact persons and secretaries

87. For small or medium corporations

a) Has the Registrar been notified of the current document access address?  ORIC FORM:  
Change contact details form  
[lodge at [online.oric.gov.au](http://online.oric.gov.au)]

b) Does the current contact person meet the following eligibility requirements?

Is he or she:

- at least 18 years of age?
- not disqualified from managing an Aboriginal or Torres Strait Islander corporation (unless permission has been granted by the Registrar or leave is granted by a court)

c) Did the corporation obtain signed and written consent from the person who is the contact person before he or she was appointed?

d) Was the contact person appointed by the directors?

e) Was the Registrar notified within 28 days of the contact person's personal details or about changes to them?  ORIC FORM:  
Change officers' details form  
[lodge at [online.oric.gov.au](http://online.oric.gov.au)]

88. For large corporations

a) Is the name of your corporation and ICN displayed prominently at your corporation's registered office?

Is the name of your corporation and ICN also displayed at any other place open to the public and where your corporation carries on business?

- b) If your registered office has changed location, did you lodge with the Registrar a notice of change of address of your registered office?  ORIC FORM:  
Change contact details form  
[lodge at [online.oric.gov.au](http://online.oric.gov.au)]
- c) Does the current secretary (or secretaries) meet the eligibility requirements?   
Is he or she:
- at least 18 years of age?
  - not disqualified from managing an Aboriginal or Torres Strait Islander corporation (unless permission has been granted by the Registrar or leave is granted by a court)?
- d) Did the corporation obtain signed and written consent from each person to act as secretary before each person was appointed?
- e) Was each secretary appointed by the directors?
- f) Was the Registrar notified within 28 days of the personal details of each secretary or about any changes to each secretary's personal details?  ORIC FORM:  
Change officers' details form  
[lodge at [online.oric.gov.au](http://online.oric.gov.au)]



# Financial management and administration

## Record keeping

89. Is the registered name of your corporation and ICN shown on all public documents and negotiable instruments?

Note: the ICN is not required to be displayed on machine-produced receipts, such as cash registers

90. Does your corporation have a common seal?

If so:

- does the common seal bear the full name of the corporation and ICN?
- do you keep the common seal securely?
- do you keep a record of when you use the common seal?
- does a director's decision support each use of the common seal?

91. Do you keep required records safely and at the current document access address or registered office (whichever is applicable, depending on the size of your corporation)?

Note: the required documents include:

- a copy of your corporation's rule book
- written records relating to:
  - names and addresses of your corporation's current officers (including your directors) and secretary or contact person
  - your corporation's registered office or corporation's document access address
- a register of your members and former members
- written financial records
- minutes of meetings

Note: You can keep a separate 'register of members' and 'register of former members', or keep them together as a 'register of members and former members'.

- RESOURCES:
- Register of members and former members [page 25]
  - Minutes of general meeting [page 42]
  - Minutes of annual general meeting [page 37]
  - Minutes of directors' meeting [page 47]

92. Do your corporation's written financial records:
- correctly describe and reflect transactions, financial position and performance?
  - enable the preparation and auditing of true and fair financial reports?

93. Are your corporation's bank accounts reconciled to the general ledger cash book?

94.	Do your financial records relate to transactions made in the last seven years?	<input type="checkbox"/>
	Note: records for all transactions carried out in the last seven years must be retained	
95.	Are your payroll records maintained?	<input type="checkbox"/>
	Note: they should include: <ul style="list-style-type: none"><li>• tax declaration forms</li><li>• superannuation details</li></ul>	
96.	Does your corporation have an assets register which includes listings of all properties owned, occupied or managed?	<input type="checkbox"/>

## Financial management

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97.	Do the accounting practices of the corporation comply with the Australian Accounting Standards?	<input type="checkbox"/>
98.	Are your procedures and controls over payment of expenses, advances and wages adequate?  Are appropriate records maintained?  Note: the following procedures must be followed: <ul style="list-style-type: none"><li>• official receipts obtained, including electronic funds transfer (EFT) issued, for all monies received by your corporation, in accordance with the corporation's rule book</li><li>• all monies banked, in the first instance, to accounts in the name of your corporation, in accordance with your corporation's rule book</li><li>• cheques and withdrawals, including EFT transactions, must be signed or authorised in accordance with the corporation's rule book</li><li>• if an EFT payment system is used (such as internet banking):<ul style="list-style-type: none"><li>- ensure there are access controls to the internet banking system</li><li>- limits are set on the amount that can be withdrawn each day</li><li>- make sure adequate procedures are in place to review balances and recorded transactions</li><li>- ensure documentation requirements and filing procedures for EFT transactions comply with your corporation's rule book</li></ul></li></ul>	<input type="checkbox"/>
99.	When making payments are you following adequate procedures?  Note: you should ensure: <ul style="list-style-type: none"><li>• payments are supported by appropriate documentation</li><li>• payments have been made for the purpose of furthering the objectives of your corporation</li><li>• accounts have been approved for payment by the directors or under the delegation of directors (if delegation of powers is involved, directors should have signed a minute approving the delegation)</li></ul>	<input type="checkbox"/>

100. Is your corporation meeting taxation obligations?

Note: this includes lodgement of business activity statements (BAS), payment of GST/PAYG, employer superannuation contributions and any other relevant payments

101. Is your corporation keeping up to date with paying council and water rates (if any)?

## Corporation's rule book

102. Have you lodged all rule book changes with the Registrar for approval?  ORIC FORM: Change rule book form [lodge at [online.oric.gov.au](https://online.oric.gov.au)]  
Note: rule book changes don't take effect until registered by the Registrar

103. Is a copy of the rule book kept at your corporation's registered office or document access address?

104. Are directors and members using the rule book to conduct your corporation's activities?

105. Have any sub-committees been formed?   
If so:

- have the sub-committees been set up in accordance with the rule book of your corporation?
- are the sub-committees conducting business in accordance with the rule book?

106. Does your corporation perform all its activities in accordance with the objects contained in your rule book?

## Strategic planning

107. Have you developed a strategic plan or business plan to guide your corporation's business in the next few years?

108. Are your strategic/business plans implemented, monitored and reviewed regularly?

109. Are plans, policies and decision-making processes transparent?

110. Do the goals of your corporation fit with the purpose of your corporation?

111. Are you developing budgets against your strategic/business plans, projects and activities?

## Risk management

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### Risk management strategy

112. Have you conducted a risk analysis?

113. Have you developed a risk management plan?

### Occupational health and safety

114. Do you have an occupational health and safety policy?

### Insurance cover

115. Does your corporation have adequate insurance?

- Does your corporation's insurance cover:
- assets—including buildings, houses and machinery?
  - workers' compensation?
  - public liability?
  - vicarious liability (for health centres/clinics)?

116. Are your insurance covers adequate?

Have you been keeping up to date with paying your premiums?

### Addressing financial risks

117. If the auditor's reports for the last two financial years were 'qualified', has your corporation taken action to rectify the situation?

118. Is your corporation solvent (that is, are you able to pay all your debts when they are due)?

119. Do you have a debt management policy in place?

## Maintenance

120. Does your corporation maintain on a fair and regular basis all buildings and houses it owns, occupies or manages?

## Directors' involvement in the corporation's finances

121. Do you and/or the other directors know about your money position?

Note: you should be checking financial statements regularly at directors' meetings

122. Are you and/or the other directors making use of the corporation's auditor and/or bookkeeper/accountant on a regular basis?

Note: you should check once every three months that staff are managing the finances properly

## People management

123. Do you have a recruitment and induction policy for staff?

124. Do you have a staff entitlements and conditions policy?

125. Is there an employment contract in place for the:

- CEO?
- manager?
- staff?

126. Have you developed duty statements for staffing positions that clearly identify and describe roles and responsibilities?

<p>127. Did the directors approve the CEO's employment contract at a directors' meeting? Was this recorded in the minutes?</p>	<input type="checkbox"/>	<p>RESOURCE: Minutes of directors' meeting [page 47]</p>
<p>128. Do directors have a performance agreement in place with the CEO?</p>	<input type="checkbox"/>	
<p>129. Do directors regularly monitor the CEO's performance?</p>	<input type="checkbox"/>	
<p>130. Do directors monitor all the corporation employees' contracts?</p>	<input type="checkbox"/>	
<p>131. Do the CEO and other relevant delegates monitor the performance of the staff?</p>	<input type="checkbox"/>	
<p>132. Is the CEO/manager's remuneration in line with the amount approved by the directors?</p>	<input type="checkbox"/>	
<p>133. Do you have a succession plan in place for the CEO?</p>	<input type="checkbox"/>	
<p>134. Do you have a policy document outlining the functions/decisions that have been delegated to management by the directors?</p>	<input type="checkbox"/>	
<p>135. Are your employment payments in line with your corporation's policy? Do you pay employees award wages?</p>	<input type="checkbox"/>	

## Reporting

<p>136. Have you submitted your corporation's annual reports to the Registrar for the last financial year?</p>	<input type="checkbox"/>	<p>ORIC FORM: General report form [lodge at <a href="http://online.oric.gov.au">online.oric.gov.au</a>]</p>
<p>137. Is your corporation meeting the grant conditions of funding agencies, such as timely provision of periodic financial and narrative reports?</p>	<input type="checkbox"/>	

138. Does your corporation have subsidiary corporations? If so: • does the corporation lodge a consolidated financial report?  Note: a consolidated financial report contains details of all subsidiaries	<input type="checkbox"/>
139. If your corporation, or any of its subsidiaries, are trustees of any trust, does the corporation or subsidiaries report on the performance of the trust to its beneficiaries?	<input type="checkbox"/>
140. Is your corporation, or any of its subsidiaries, the beneficiary of any trust? If so: • are incomes or other distributions made under the trust to your corporation or its subsidiaries identified and recorded in the financial statements of your corporation/subsidiaries? • do trustees report on the performance of the trust to your corporation or its subsidiaries?	<input type="checkbox"/>
141. Is your corporation involved in any partnerships or similar significant business relationships? If so: • is the income, expenditure, assets and liabilities associated with the partnership, or other significant business relationship, properly recorded in the financial statements of your corporation?	<input type="checkbox"/>

## Behavioural matters and communication

---

### Ethical issues

142. Have you adopted a code of conduct or code of ethics for directors and staff?	<input type="checkbox"/>
143. Do you have a policy that tells staff, directors and members how to make proper use of the corporation's assets and which is in line with conditions in funding agreements (if any)? If so, is everyone aware of this policy?	<input type="checkbox"/>

144. Has there been any case of fraud or misappropriation of the corporation's funds or other criminal activities?  If so, has: • the matter been referred to a law enforcement agency? • your corporation taken steps to recover its losses?	<input type="checkbox"/>
145. Cultural awareness  Do directors, staff and members respect cultural practices and traditions in the exercise of authority and decision making?  Are elders, women, men, families and clans all able to have their say?	<input type="checkbox"/>
146. Social inclusion  Is your corporation socially inclusive of community members, such as younger people and women?	<input type="checkbox"/>

**Communication between officers, members and third parties**

147. Do you have a dispute resolution process for directors and staff?	<input type="checkbox"/>
148. Do you have a policy for handling media requests and making public announcements?	<input type="checkbox"/>
149. Do directors communicate with members regularly?  Is the way directors choose to communicate easy for everyone to understand?	<input type="checkbox"/>
150. Is there at least one director present each time your corporation meets with a funding agency?	<input type="checkbox"/>
151. Do officers of your corporation encourage members to learn about the corporation's rule book?	<input type="checkbox"/>
152. Do you encourage members to participate in the affairs of your corporation?	<input type="checkbox"/>



## **RESOURCES:**

### **Example forms and templates**

You can download electronic versions of the following templates from [oric.gov.au](http://oric.gov.au)



**Check your rule book:**  
your corporation  
may have a different  
application form

Insert logo (if any) of the corporation

Name of corporation: \_\_\_\_\_

ICN: \_\_\_\_\_

## Application for membership

I, \_\_\_\_\_ (first name of applicant)

\_\_\_\_\_ (last name of applicant)

of \_\_\_\_\_ (address of applicant)

\_\_\_\_\_

apply for membership of the corporation.

I declare that I am eligible for membership.

I am:  Aboriginal  Torres Strait Islander  neither

Alternative contact details for receiving corporation notices and information:

Postal address: \_\_\_\_\_

\_\_\_\_\_

Email: \_\_\_\_\_

Mobile: \_\_\_\_\_

\_\_\_\_\_  
(signature of applicant)

\_\_\_\_\_  
(date)

### Corporation use only

Application received	Date: _____
Application tabled at directors' meeting	Date: _____
Directors consider applicant is eligible for membership	Yes / No
Directors approve the application	Yes / No
If approved, new member's details added to the register of members	Date: _____
Applicant notified of directors' decision	Date: _____



**Check your rule book:**  
your corporation  
may have a different  
application form

## Register of members and register of former members

### About this resource

You can keep your register of members and register of former members separately, or you can keep them together in the one document. There are examples of all three types on the following pages.

You can use the templates to maintain your registers and to lodge a 'list of members' with the Registrar. Remember—a list of members is not the same as a register of members, a list is a snapshot of the register at one point in time. Corporations are required to provide a 'list of members' to the Registrar as part of their general report each year.

### Using the spreadsheets to maintain your registers

The templates on the following pages are available to download from [oric.gov.au](http://oric.gov.au) as an Excel spreadsheet.

**Add extra columns** if appropriate for your register—e.g. apical ancestor. Make sure any columns you add are to the right of 'Postcode'.

**Update details of an existing member:** You can change any information for an existing member.

**Add a new member:** Use the next empty row to enter the new member's details. Complete all columns that are in bold, which are: Title (must be Mr, Mrs, Miss, Ms or Dr), First name, Last name, Address line 1, Suburb, State, and Postcode.

**Remove a member:** For each member that is no longer current, copy the relevant row and paste it into the register of former members. Be sure to delete the whole row from the register of members.

### Lodge a list of members at [online.oric.gov.au](http://online.oric.gov.au)

Confirm the columns of your register are still:

**Title; First name; Last name; Address line 1;** Address line 2; Address line 3; **Suburb; State; Postcode.**

(You can have extra columns in your register but for the spreadsheet upload to work, any extra columns need to be positioned to the right of 'Postcode'. The online lodgement system will recognise the columns in this template up to and including postcode, but any extra columns you've added will be ignored.)

Log into [online.oric.gov.au](http://online.oric.gov.au)

Start a form of the type 'List of names and addresses of members'.

Next to 'Spreadsheet to upload' select 'Browse' and find your saved file; then 'Upload'. Your changes should then be visible.

Click 'Next' to pass through the screens for 'Other details' and 'supporting documents'. You don't need to fill them out. On the next screen, 'Completion checklist', you'll need to accept the terms and conditions. Then you can use the button to 'Lodge this form now'.

Insert logo (if any) of the corporation

Name of corporation: \_\_\_\_\_

ICN: \_\_\_\_\_

## Register of members

page X of Y

Note: Records must be kept for seven years

☞ (e.g. Mr, Mrs, Ms, Miss, Dr)

<b>Title</b>	<b>First name</b>	<b>Last name</b>	<b>Address line 1</b>	<b>Address line 2</b>	<b>Address line 3</b>	<b>Suburb</b>	<b>State</b>	<b>Postcode</b>	<b>Indigenous (Y/N)</b>	<b>Date entered on the register</b>

\* This column is only needed if your rule book allows non-Indigenous members.

**Register of members (continued)**

page X of Y

☞ (e.g. Mr, Mrs, Ms, Miss, Dr)

\*

Title	First name	Last name	Address line 1	Address line 2	Address line 3	Suburb	State	Postcode	Indigenous (Y/N)	Date entered on the register

\* This column is only needed if your rule book allows non-Indigenous members.

Insert logo (if any) of the corporation

Name of corporation: \_\_\_\_\_

ICN: \_\_\_\_\_

## Register of former members

page X of Y

Note: Records must be kept for seven years

<b>Title</b>	<b>First name</b>	<b>Last name</b>	<b>Address line 1</b>	<b>Address line 2</b>	<b>Address line 3</b>	<b>Suburb</b>	<b>State</b>	<b>Postcode</b>	<b>Indigenous (Y/N)</b>	<b>Date entered on the register</b>	<b>Date ceased being a member</b>

**Register of former members (continued)**

page X of Y

☞ (e.g. Mr, Mrs, Ms, Miss, Dr)

\*

Title	First name	Last name	Address line 1	Address line 2	Address line 3	Suburb	State	Postcode	Indigenous (Y/N)	Date entered on the register	Date ceased being a member

Insert logo (if any) of the corporation

Name of corporation: \_\_\_\_\_

ICN: \_\_\_\_\_

## Register of members and former members—combined

page X of Y

Note: Records must be kept for seven years

☞ (e.g. Mr, Mrs, Ms, Miss, Dr)

Title	First name	Last name	Address line 1	Address line 2	Address line 3	Suburb	State	Postcode	* Indigenous (Y/N)	Date entered on the register	Date ceased being a member

\* This column is only needed if your rule book allows non-Indigenous members.





**Check your rule book:**  
your corporation  
may have a different  
application form

Insert logo (if any) of the corporation

Name of corporation: \_\_\_\_\_

ICN: \_\_\_\_\_

## Consent to become a director

I, \_\_\_\_\_ (full name of person)

of \_\_\_\_\_ (residential address, a postal address is not sufficient)  
\_\_\_\_\_

give consent to become a director of the corporation.

I confirm my date of birth is \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_ (date of birth)

and my place of birth was \_\_\_\_\_ (place of birth)

I acknowledge I am automatically disqualified from managing corporations if I:

- have been convicted of an offence under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act) that is punishable by imprisonment for more than 12 months
- have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months
- have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months
- am an undischarged bankrupt
- have signed a personal insolvency agreement and have not kept to the agreement
- have been disqualified under the *Corporations Act 2001* from managing corporations,

and I will notify the corporation if any of the above events occur after my appointment.

\_\_\_\_\_  
(signature of person)

\_\_\_\_\_  
(date)

Notes: This form should be completed and given to the corporation before the person is appointed as a director—section 246-10(1) of the CATSI Act.

The period of automatic disqualification is set out in sections 279-5 and 279-10 of the CATSI Act.

Insert logo (if any) of the corporation

Name of corporation: \_\_\_\_\_

ICN: \_\_\_\_\_

## Notice of annual general meeting

All members of the corporation are advised that an annual general meeting of members will take place as follows:

Time: \_\_\_\_\_

Date: \_\_\_\_\_

Place: \_\_\_\_\_

Technology: \_\_\_\_\_

*[Say if and how members can participate from a different location (e.g. by phone or by video link)]*

On arrival at the meeting, members should check the register of members and if needed, update their name, address and any other details.

### Agenda

- 1 Welcome, attendees and apologies:
  - 1.1 Confirm the chair for the meeting
  - 1.2 Attendees
  - 1.3 Apologies
  - 1.4 Quorum
- 2 Proxy appointments\*  
*[Delete this agenda item if your corporation's rule book does not allow proxies]*
- 3 Minutes of the previous meeting of members:
  - 3.1 Confirming the minutes
  - 3.2 Matters arising
  - 3.3 Action items
- 4 Corporation reports:  
*[Delete the reports not relevant to your corporation]*
  - 4.1 CEO report
  - 4.2 Directors' report
  - 4.3 Financial report
  - 4.4 Auditor's report

- 5 Questions about how the corporation is managed
- 6 Appointment of an auditor for the next financial year (if required) and set the audit fee, or authorise the directors to set the fee
- 7 Election of directors (if applicable)
- 8 Special resolution/s  
The following special resolution/s will be proposed at the meeting:  
8.1 Proposed special resolution: [State the exact words of the resolution]  
*[Delete this agenda item if there are no special resolutions being proposed]*
- 9 Any other business
- 10 Close

**\*Proxies**

*[Check what your rule book says about proxies to select one of these examples.]*

A proxy vote may be given to a member of the corporation or another person.

*[If the corporation's rule book does allow proxies, set out who a proxy vote may be given to, attach an appointment of proxy form and the deadline for giving the form to the corporation.]*

Proxy appointments are not permitted under the corporation's rule book.

**Attachments**

*[Insert list of any papers attached to the notice, or how to access them. For example:]*

- Statement from members about proposed resolution or another matter being considered at the meeting.

Regards,

\_\_\_\_\_  
[Name/s of director/s giving notice]

\_\_\_\_\_  
(date)

Directors

Insert logo (if any) of the corporation

Name of corporation: \_\_\_\_\_

ICN: \_\_\_\_\_

## Notice of general meeting

All members of the corporation are advised that a general meeting of members will take place as follows:

Time: \_\_\_\_\_

Date: \_\_\_\_\_

Place: \_\_\_\_\_

Technology: \_\_\_\_\_

*[Say if and how members can participate from a different location (e.g. by phone or video link)]*

On arrival at the meeting, members should check the register of members and if needed, update their name, address and any other details.

### Purpose of the meeting

This meeting has been called to [state the general nature of the meeting’s business].

### Agenda

- 1 Welcome, attendees and apologies:
  - 1.1 Confirm the chair for the meeting
  - 1.2 Attendees
  - 1.3 Apologies
  - 1.4 Quorum
- 2 Proxy appointments\*
 

*[Delete this agenda item if your corporation’s rule book does not allow proxies]*
- 3 Minutes of the previous meeting of members:
  - 3.1 Confirming the minutes
  - 3.2 Matters arising
  - 3.3 Action items
- 4 [Enter the main business of the meeting if not covered elsewhere on the agenda]

5 Special resolution/s

The following special resolution/s will be proposed at the meeting:

5.1 Proposed special resolution: [State the exact words of the resolution]

*[Delete this agenda item if there are no special resolutions being proposed]*

6 Members' resolution/s

The following members' resolution will be proposed at the meeting:

6.1 Proposed resolution: [State the exact words of the resolution]

*[Delete this agenda item if there are no members' resolutions being proposed]*

7 Any other business

8 Next meeting

9 Close

**\*Proxies**

*[Check what your rule book says about proxies to select one of these examples.]*

A proxy vote may be given to a member of the corporation or another person.

*[If the corporation's rule book does allow proxies, set out who a proxy vote may be given to, attach an appointment of proxy form and the deadline for giving the form to the corporation.]*

Proxy appointments are not permitted under the corporation's rule book.

**Attachments**

*[Insert list of any papers attached to the notice, or how to access them. For example:]*

- Statement from members about proposed resolution or another matter being considered at the meeting.

Regards,

\_\_\_\_\_  
[Name/s of director/s giving notice]

\_\_\_\_\_  
(date)

Directors



**Check your rule book:**  
your corporation  
may have a different  
application form

Insert logo (if any) of the corporation

Name of corporation: \_\_\_\_\_

ICN: \_\_\_\_\_

## Appointment of proxy

I, \_\_\_\_\_ (full name of member)

of \_\_\_\_\_ (address of member)

\_\_\_\_\_

am a member of the corporation.

I appoint \_\_\_\_\_ (full name of proxy)

of \_\_\_\_\_ (address of proxy)

\_\_\_\_\_

as my proxy to vote for me on my behalf at the general meeting of the corporation (annual general meeting or other general meeting, as the case may be) to be held on \_\_\_\_\_  
[insert date of meeting] and at any adjournment of that meeting.

\_\_\_\_\_  
(signature of member appointing proxy)

\_\_\_\_\_  
(date)

Note: Check your corporation's rule book and section 201-90 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* for rules about proxies. For example, who a proxy vote may be given to.

Please return your completed form to the corporation **at least 48 hours before** the meeting.

Insert logo (if any) of the corporation

Name of corporation: \_\_\_\_\_

ICN: \_\_\_\_\_

## Minutes of annual general meeting

Time: \_\_\_\_\_

Date: \_\_\_\_\_

Place: \_\_\_\_\_

Chair: \_\_\_\_\_

Minute taker: \_\_\_\_\_

### **Agenda item 1: Welcome, attendees and apologies**

#### **1.1 Chair**

[Name of person] was confirmed as chair for the meeting.

#### **1.2 Attendees**

*[You can record attendees here or in a separate attendance register.]*

Name	Position	Participation method [in person, by phone, by video link]

#### **1.3 Apologies**

*[insert names]*

#### **1.4 Meeting open**

The chair declared the meeting open at [enter time] and that a quorum was present.

**Agenda item 2: Proxy appointments** *[Delete this item if proxy appointments are not allowed]*

The chair of the meeting received the report on proxy holders.

Proxy holder's name	Number of proxy votes held

**Agenda item 3: Minutes of previous meeting**

**3.1 Confirmation of minutes**

Proposed resolution: That the minutes of the general meeting held on [date] be accepted.

Moved by: \_\_\_\_\_

Seconded by: \_\_\_\_\_

Decision: The resolution was carried / not carried *[delete whichever is not applicable]*

**3.2 Matters arising from the previous minutes**

*[Enter discussion points and any resolutions on matters not covered elsewhere in the agenda or action items.]*

**3.3 Action items**

Item number	Action item title	Responsible person	Proposed (or actual) date of completion	Status and resolutions (update on progress and any further resolutions on the item)

**Agenda item 4: Corporation reports**

**4.1 CEO report**

Document/s tabled: \_\_\_\_\_

Moved/presented by: \_\_\_\_\_

Seconded by: \_\_\_\_\_

Key points: \_\_\_\_\_

**Action required and/or resolutions arising from the report:**

- **Action required to** *[enter what's required, who will be responsible for it and by when].*  
*[delete if not relevant]*
- The CEO report for the year ended 30 June [year] was taken as **received**.

Decision: The resolution was carried / not carried *[delete whichever is not applicable]*



#### 4.2 Directors' report

Document/s tabled: \_\_\_\_\_

Moved/presented by: \_\_\_\_\_

Seconded by: \_\_\_\_\_

Key points: \_\_\_\_\_

##### Action required and/or resolutions arising from the report:

- **Action required** to [enter what's required, who will be responsible for it and by when].  
[delete if not relevant]
- The directors' report for the year ended 30 June [year] was taken as **received**.

Decision: The resolution was carried / not carried [delete whichever is not applicable]

#### 4.3 Financial report

Document/s tabled: \_\_\_\_\_

Moved/presented by: \_\_\_\_\_

Seconded by: \_\_\_\_\_

Key points: \_\_\_\_\_

##### Action required and/or resolutions arising from the report:

- **Action required** to [enter what's required, who will be responsible for it and by when].  
[delete if not relevant]
- The financial report for the year ended 30 June [year] was taken as **received**.

Decision: The resolution was carried / not carried [delete whichever is not applicable]

#### 4.4 Auditor's report

Document/s tabled: \_\_\_\_\_

Moved/presented by: \_\_\_\_\_

Seconded by: \_\_\_\_\_

Key points: \_\_\_\_\_

##### Action required and/or resolutions arising from the report:

- **Action required** to [enter what's required, who will be responsible for it and by when].  
[delete if not relevant]
- The auditor's report for the year ended 30 June [year] was taken as **received**.

Decision: The resolution was carried / not carried [delete whichever is not applicable]

### Agenda item 5: Questions

The chair invited all those present to ask questions about how the corporation is managed.

[If relevant enter the questions raised, key discussion points and resolutions (if any) or that there were no questions.]

**Agenda item 6: Appointment of auditor and fees** (if applicable)

Proposed resolution: That [enter name of auditor/audit firm] be appointed as auditor for the year ended 30 June [year].

That the audit fee be agreed as \$XXXXXX.

Moved by: \_\_\_\_\_

Seconded by: \_\_\_\_\_

Decision: The resolution was carried / not carried *[delete whichever is not applicable]*

**Agenda item 7: Election of directors**

**Expiring/vacant directorships**

The terms of appointment for the following people expired:

- [Enter outgoing director's name]
- [Enter outgoing director's name]
- [Enter outgoing director's name]

**Nominations**

The chair advised that nominations in writing were received prior to the meeting for the following people or  
The chair called for nominations for the vacant positions and the following people were nominated:

- [Enter nominee's name]
- [Enter nominee's name]
- [Enter nominee's name]

**Result**

An election was held by [insert process used e.g. show of hands or ballot papers]. The following people were elected as directors:

- [Enter incoming director's name]
- [Enter incoming director's name]
- [Enter incoming director's name]

**Agenda item 8: Special resolution/s (if any)**

Special resolution proposed: [Enter exact wording of the resolution]

Moved by: \_\_\_\_\_

Seconded by: \_\_\_\_\_

Discussion: \_\_\_\_\_

Decision: The special resolution was carried / not carried *[delete whichever is not applicable]*

**Agenda item 9: Any other business**

The chair invited all those present to raise any matters of relevance that may have not been dealt with on the agenda.

*[Enter the business raised, key discussion points and resolutions (if any) or that there were no other items of business raised.]*

**Agenda item 10: Next meeting**

The next meeting of members will be held within five months after the end of the corporation's next financial year, or sooner if a purpose arises that requires a general meeting to be held. The directors' will determine the time, date and location closer to the date and issue a notice.

**Agenda item 11: Meeting close**

The meeting was declared closed at [enter time the meeting ended].

**Confirmation of the minutes**

These minutes are a true and accurate record of the meeting.

Signed by the chair of the meeting *or* chair of the next meeting where these minutes were tabled and the directors authorised the chair to sign them. *[delete whichever does not apply]*

\_\_\_\_\_  
(signature of chair)

\_\_\_\_\_  
(name)

\_\_\_\_\_  
(date)

Insert logo (if any) of the corporation

Name of corporation: \_\_\_\_\_

ICN: \_\_\_\_\_

## Minutes of general meeting

Time: \_\_\_\_\_

Date: \_\_\_\_\_

Place: \_\_\_\_\_

Chair: \_\_\_\_\_

Minute taker: \_\_\_\_\_

### Agenda item 1: Welcome, attendees and apologies

#### 1.1 Chair

[Name of person] was confirmed as chair for the meeting.

#### 1.2 Attendees

*[You can record attendees here or in a separate attendance register.]*

Name	Position	Participation method [in person, by phone, by video link]

#### 1.3 Apologies

*[insert names]*

#### 1.4 Meeting open

The chair declared the meeting open at [enter time] and that a quorum was present.

**Agenda item 2: Proxy appointments** *[Delete this item if proxy appointments are not allowed]*

The chair of the meeting received the report on proxy holders.

Proxy holder's name	Number of proxy votes held

**Agenda item 3: Minutes of previous meeting**

**3.1 Confirmation of minutes**

Proposed resolution: That the minutes of the general meeting held on [date] be accepted.

Moved by: \_\_\_\_\_

Seconded by: \_\_\_\_\_

Decision: The resolution was carried / not carried *[delete whichever is not applicable]*

**3.2 Matters arising from the previous minutes**

*[Enter discussion points and any resolutions on matters not covered elsewhere in the agenda or action items.]*

**3.3 Action items**

Item number	Action item title	Responsible person	Proposed (or actual) date of completion	Status and resolutions (update on progress and any further resolutions on the item)

**Agenda item 4: Business of the meeting**

*[Enter the specific business of the general meeting. If relevant, note any key discussion points, resolutions or actions assigned.]*

**Agenda item 5: Special resolution/s (if any)**

Special resolution proposed: *[Enter exact wording of the resolution]*

Moved by: \_\_\_\_\_

Seconded by: \_\_\_\_\_

Discussion: \_\_\_\_\_

Decision: The special resolution was carried / not carried *[delete whichever is not applicable]*

**Agenda item 6: Any other business**

The chair invited all those present to raise any matters of relevance that may have not been dealt with on the agenda.

*[Enter the business raised, key discussion points and resolutions (if any) or that there were no other items of business raised.]*

**Agenda item 7: Next meeting**

*[If details of the next meeting are known]* The next meeting of members will be held at [enter time], on [enter date] at [enter location].

*[If details of the next meeting are not known]* The next meeting of members will be held within five months after the end of the corporation's next financial year, or sooner if a purpose arises that requires a general meeting to be held. The directors' will determine the time, date and location closer to the date and issue a notice.

**Agenda item 8: Meeting close**

The meeting was declared closed at [enter time the meeting ended].

**Confirmation of the minutes**

These minutes are a true and accurate record of the meeting.

Signed by the chair of the meeting *or* chair of the next meeting where these minutes were tabled and the directors authorised the chair to sign them. *[delete whichever does not apply]*

\_\_\_\_\_  
(signature of chair)

\_\_\_\_\_  
(name)

\_\_\_\_\_  
(date)

Insert logo (if any) of the corporation

Name of corporation: \_\_\_\_\_

ICN: \_\_\_\_\_

## Notice of directors' meeting

The next directors' meeting will be held:

Time: \_\_\_\_\_

Date: \_\_\_\_\_

Place: \_\_\_\_\_

Technology: \_\_\_\_\_

*[Say if and how directors can participate from a different location (e.g. by phone or by video link)]*

### Agenda

- 1 Welcome, attendees and apologies:
  - 1.1 Confirm the chair for the meeting
  - 1.2 Attendees
  - 1.3 Apologies
  - 1.4 Quorum
- 2 Declaration of directors' interests
- 3 Minutes of the previous meeting:
  - 3.1 Confirming the minutes
  - 3.2 Matters arising
  - 3.3 Action items
- 4 Resolutions passed since the previous meeting
- 5 Corporation reports:
  - 5.1 CEO report
  - 5.2 Financial reports
- 6 Proposed resolution/s
 

The following resolution/s will be proposed at the meeting:

  - 6.1 Proposed resolution: [enter the resolution]

*[Delete this agenda item if there are no resolutions being proposed]*

- 7 Correspondence in and out
- 8 New membership applications
- 9 Any other business
- 10 Next meeting
- 11 Close

**Attachments**

*[Insert list of board papers/documents attached to the notice, or how to access them. For example:]*

- Minutes of the last directors' meeting
- CEO report
- Financial reports

Regards,

\_\_\_\_\_  
[Name/s of director/s giving notice]

\_\_\_\_\_  
(date)

Directors



Insert logo (if any) of the corporation

Name of corporation: \_\_\_\_\_

ICN: \_\_\_\_\_

## Minutes of directors' meeting

Time: \_\_\_\_\_

Date: \_\_\_\_\_

Place: \_\_\_\_\_

Chair: \_\_\_\_\_

Minute taker: \_\_\_\_\_

### Agenda item 1: Welcome, attendees and apologies

#### 1.1 Chair

[Name of person] was confirmed as chair for the meeting.

#### 1.2 Attendees

[You can record attendees here or in a separate attendance register.]

Name	Position	Participation method [in person, by phone, by video link]

#### 1.3 Apologies

[insert names]

#### 1.4 Meeting open

The chair declared the meeting open at [enter time] and that a quorum was present.

**Agenda item 2: Declaration of directors’ interests**

[Name of director] declared that s/he has an interest in [describe the matter].

[Name of director] declared that s/he has a relationship/interest that may affect the matters being discussed at this meeting at agenda item/s [enter the agenda item numbers].

**Agenda item 3: Minutes of previous meeting**

**3.1 Confirmation of minutes**

The minutes of the directors meeting held on [enter date] were adopted and signed by the chair.

or

The minutes of the directors meeting held on [enter date] were adopted and signed by the chair after the following corrections were made:

- [enter details of corrections]

**3.2 Matters arising from the previous minutes**

[Enter discussion points and any resolutions on matters not covered elsewhere in the agenda or action items.]

**3.3 Action items**

Item number	Action item title	Responsible person	Proposed (or actual) date of completion	Status and resolutions (update on progress and any further resolutions on the item)

**Agenda item 4: Circulating resolutions**

[Enter any circulating resolutions noted as passed since the last directors’ meeting was held.]

**Agenda item 5: Corporation reports**

**5.1 CEO report**

Document/s tabled: \_\_\_\_\_

Presented by: \_\_\_\_\_

Key points: \_\_\_\_\_

**Action required and/or resolutions arising from the report:**

- **Action required** to [enter what’s required, who will be responsible for it and by when].  
[delete if not relevant]
- The directors resolved that... [delete if not relevant]
- The directors noted the CEO report was presented to the board. [delete if not relevant]

**5.2 Financial reports**

Document/s tabled: \_\_\_\_\_

Presented by: \_\_\_\_\_

Key points: \_\_\_\_\_

**Action required and/or resolutions arising from the report:**

- **Action required to** [enter what’s required, who will be responsible for it and by when].  
*[delete if not relevant]*
- The directors resolved that... *[delete if not relevant]*
- The directors noted the financial reports were presented to the board. *[delete if not relevant]*

Decision: The resolution was carried / not carried *[delete whichever is not applicable]*

**Agenda item 6: Proposed resolutions** *[delete if not relevant]*

*[Following is an example for a presentation, paper or report where no action is required]*

Document/s tabled: \_\_\_\_\_

Presented by: \_\_\_\_\_

Key points: \_\_\_\_\_

**Action required and/or resolutions arising from the report:**

- **Action required to** [enter what’s required, who will be responsible for it and by when].  
*[delete if not relevant]*
- The directors resolved that... *[delete if not relevant]*
- The directors noted the presentation of the information paper/proposal to the board. *[delete if not relevant]*

*[Following is an example for a resolution where there’s a decision required]*

Document/s tabled: \_\_\_\_\_

Resolution proposed: \_\_\_\_\_

Moved by: \_\_\_\_\_

Seconded by: \_\_\_\_\_

Discussion: \_\_\_\_\_

Decision: The resolution was carried / not carried *[delete whichever is not applicable]*

**Agenda item 7: Correspondence in and out**

**Agenda item 8: New membership applications**

Applicant name	Directors' decision [accepted/declined]

Action required: Update register of members; notify applicant/s of decision

Person responsible: \_\_\_\_\_

**Agenda item 9: Any other business**

The chair invited all those present to raise any matters of relevance that may have not been dealt with on the agenda.

*[Enter the business raised, key discussion points and resolutions (if any) or that there were no other items of business raised.]*

**Agenda item 10: Next meeting**

*[If details of the next meeting are known]* The next directors' meeting will be held at [enter time], on [enter date] at [enter location].

or

*[If details of the next meeting are not known]* The directors' will determine the time, date and location closer to the date and issue a notice.

**Agenda item 11: Meeting close**

The meeting was declared closed at [enter time the meeting ended].

**Confirmation of the minutes**

These minutes are a true and accurate record of the meeting.

Signed by the chair of the meeting *or* chair of the next meeting where these minutes were tabled and the directors authorised the chair to sign them. *[delete whichever does not apply]*

\_\_\_\_\_  
(signature of chair)

\_\_\_\_\_  
(name)

\_\_\_\_\_  
(date)